

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Chapter 11
DELPHI CORPORATION, et al Case no. 05-44481 (RDD)
Debtors (Jointly Administered)

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL

State of New York)
: ss:
County of Erie)

ROGER J. EDELL, being duly sworn, deposes and says:

1. I am a partner in the firm of WILLIAMS & WILLIAMS, which firm maintains an office at 43 Court Street, Suite 1000, Buffalo, New York, 14202.

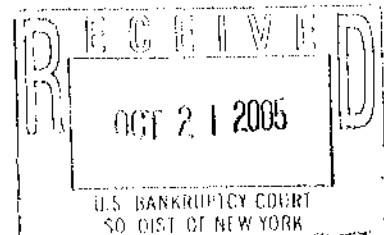
2. Neither I, WILLIAMS & WILLIAMS, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. WILLIAMS & WILLIAMS has represented and advised the Debtors in Workers' Compensation claims.

4. The Debtors have requested and WILLIAMS & WILLIAMS has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and WILLIAMS & WILLIAMS proposes, to render the following services to the Debtors: Handling Workers' Compensation claims before the New York State Workers' Compensation Board in the Buffalo District Office.

5. WILLIAMS & WILLIAMS current fees arrangement is based on hourly rates.

6. Except as set forth herein, no promises have been received by WILLIAMS & WILLIAMS or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.



7. WILLIAMS & WILLIAMS has no agreement with any entity to share with such entity any compensation received by WILLIAMS & WILLIAMS.

8. WILLIAMS & WILLIAMS and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimant of Debtors in matters totally unrelated to these pending chapter 11 cases. WILLIAMS & WILLIAMS does not and will not represent any such entity in connection with the pending chapter 11 cases and does not have any relationship with any such entity, attorneys or accountants that would be adverse to the Debtors or their estates.

9. Neither I, WILLIAMS & WILLIAMS, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in matters upon which WILLIAMS & WILLIAMS is to be engaged.

10. The foregoing constitutes the statements of WILLIAMS & WILLIAMS pursuant to sections 329 and 504 of the Bankruptcy Code and the Bankruptcy Rules 2014 and 2016(b)

FURTHER AFFIANT SAYETH NOT


Roger J. Edel

Sworn to before this 17th day
of October, 2005


Notary Public

DENISE M. ZIOLO
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
MY COMMISSION EXPIRES NOV. 30, 2005